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April 29, 1998

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VIA FEDEX

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*****35.00 *****35.00

Florida Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Certificate Amending Articles of Incorporation of Miller Marketing South, Inc.

Dear Sirs/Ladies:

Enclosed for filing please find the original and one copy of the Certificate Amending Articles of Incorporation for the above-referenced corporation together with our check in the amount of \$35.00 made payable to the Florida Secretary of State.

If you have any questions or should you require any additional information, please do not hesitate to contact me.

Very sincerely,

NORTEN BLUE, L.L.P.

J. William Blue, Jr.

JWB:jl
Enclosures

FILED
98 APR 30 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
93 APR 30 AM 10:59
DIVISION OF CORPORATIONS

Amend

MAY 1 1998

CERTIFICATE AMENDING
ARTICLES OF INCORPORATION
OF

MILLER MARKETING SOUTH, INC.

FILED
98 APR 30 AM 11:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED, being the President and Secretary of Miller Marketing South, Inc., a Florida corporation, hereby certify that, by majority vote of the Board of Directors and majority vote of the stockholders at a meeting held on 4/24/98, it was agreed that this Certificate Amending Articles of Incorporation be filed.


THE UNDERSIGNED further certify that this Corporation was originally chartered by an original Articles of Incorporation filed with the Secretary of State of Florida on the 15th day of November, 1993 and effective on the 9th day of November, 1993.

THE UNDERSIGNED further certify that, pursuant to the actions of the Board of Directors and the vote of the stockholders as recited above, Article III - Nature of Business of the Articles of Incorporation filed on November 15, 1993 and effective November 9, 1993, herein is amended to read as follows:

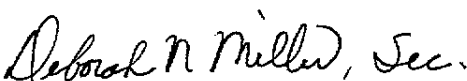
ARTICLE III - NATURE OF BUSINESS

The sole object for which the Corporation is formed and the only business purpose for which it is organized is to own, hold and operate a distributorship granted by Amway Corporation and to perform such acts as may be necessary and appropriate for the operation of that distributorship as authorized pursuant to the laws of the State of Florida.

THE UNDERSIGNED hereby certify that they have on this 24 day of April, 1998 executed this Certificate Amending the original Articles of Incorporation heretofore filed with the Secretary of State of Florida.


Paul F. Miller, President

Attested To:


Deborah N. Miller, Secretary

STATE OF North Carolina

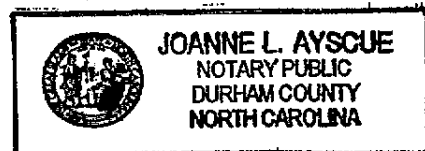
COUNTY OF Orange

I, Joanne L. Ayscue a Notary Public of the County and State aforesaid, certify that Deborah N. Miller, personally came before me this day and acknowledged that she is the Secretary of Miller Marketing South, Inc., a Florida corporation, and that by authority duly given and as the act of the corporation, the foregoing instrument was signed in its name by its President, sealed with its corporate seal and attested by Deborah N. Miller as its Secretary.

Witness my hand and official seal, this the 24 day of April, 1998.

Joanne L. Ayscue
Notary Public

My commission expires: 12/7/2002



STATE OF North Carolina
COUNTY OF Orange

ACKNOWLEDGMENT

I, Joanne L. Ayscue a Notary Public of the County and State aforesaid, certify that Paul F. Miller, personally came before me this day and acknowledged that he is the President of Miller Marketing South, Inc., a Florida corporation, and acknowledged, on behalf of Miller Marketing South, Inc., the due execution of the foregoing instrument.

Witness my hand and official seal, this the 24 day of April, 1998.

Joanne L. Ayscue
Notary Public

My commission expires: 12/7/2002

